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February 11, 2002

VIA HAND DELIVERY

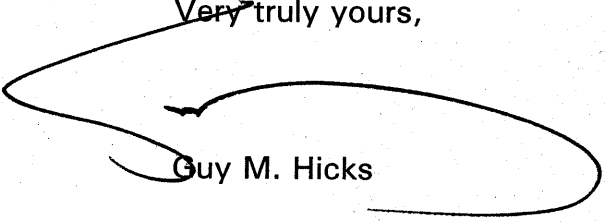
David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Petition of MCImetro Access Transmission Services, LLC and Brooks
Fiber Communications of Tennessee, Inc. for Arbitration of Certain
Terms and Conditions of Proposed Agreement with BellSouth
Telecommunications, Inc. Concerning Interconnection and Resale
Under the Telecommunications Act of 1996*
Docket No. 00-00309

Dear Mr. Waddell:

Enclosed are the original and thirteen copies of BellSouth's Opposition to WorldCom's Motion to Strike Pages of BellSouth's Best and Final Offer for Issue 95. Copies of the enclosed are being provided to counsel of record.

Very truly yours,



Guy M. Hicks

GMH:ch

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee**

Re: *Petition of MCImetro Access Transmission Services, LLC and Brooks Fiber Communications of Tennessee, Inc. for Arbitration of Certain Terms and Conditions of Proposed Agreement with BellSouth Telecommunications, Inc. Concerning Interconnection and Resale Under the Telecommunications Act of 1996*

Docket No. 00-00309

**BELLSOUTH TELECOMMUNICATIONS, INC.'S
OPPOSITION TO MOTION TO STRIKE**

BellSouth Telecommunications, Inc. ("BellSouth") submits this opposition to WorldCom's Motion to Strike. For the reasons set forth below, the Authority should deny the motion.

DISCUSSION

At the Directors' Conference on December 18, 2001, the Authority ruled that "BellSouth [is required] to provide WorldCom with billing records with all electronic message interexchange [EMI] standard fields." Excerpt of Transcript of Directors' Conference at p. 27. At the Authority's direction, BellSouth filed best and final language to resolve Issue 95. As even a cursory glance at BellSouth's filing will reveal, BellSouth has not, in any respect, asked the Authority to reconsider its decision or to consider additional evidence. Contrary to WorldCom's rhetoric, BellSouth is not seeking an opportunity to "re-litigat[e]" Issue 95. Indeed, unlike WorldCom, BellSouth has proposed language that will implement the

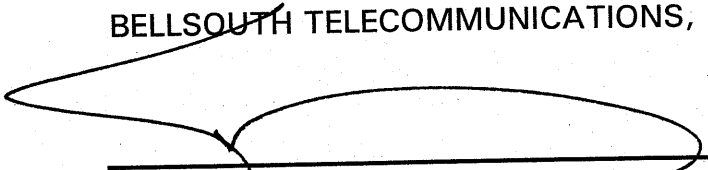
Authority's decision. In doing so, BellSouth merely explained how its proposed language complies with the Authority's decision and how, in many instances, WorldCom's proposed language either does not comply, or directly conflicts, with EMI guidelines.

Nowhere in BellSouth's submission is there any suggestion that the Authority should change its ruling on Issue 95. BellSouth agrees with WorldCom that "the Best and Final Offer is not an appropriate place for a party to raise new arguments and introduce new facts" to the extent a party is attempting to persuade the Authority to revisit its decision on an issue. But, the best and final offer is the appropriate vehicle to (1) set forth specific language to implement an Authority decision; (2) explain why the proposed language is consistent with such a decision; and (3) where necessary, advise the Authority of the ways in which the opposing party's language conflicts with the Authority's ruling.

WorldCom's motion to strike is a misguided attempt to hide the deficiencies in its proposed language. Effectively, WorldCom is asking the Authority to "pay no attention to the man behind the curtain" while it presents language that simply does not comply with the Authority's order. The Authority should not be persuaded by WorldCom's procedural incantations. The motion to strike should be denied.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.



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CERTIFICATE OF SERVICE

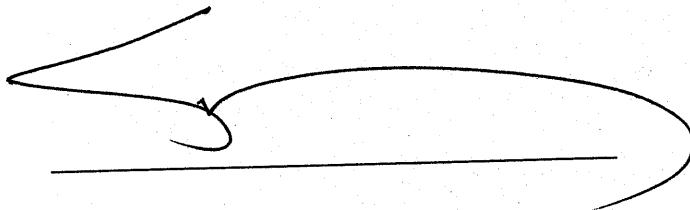
I hereby certify that on February 11, 2002, a copy of the foregoing document was served on the parties of record, via the method indicated:

☐ Hand
☐ Mail
☒ Facsimile
☐ Overnight

Jon E. Hastings, Esquire
Boult, Cummings, et al.
P. O. Box 198062
Nashville, TN 37219-8062

☐ Hand
☐ Mail
☒ Facsimile
☐ Overnight

Susan Berlin
Dulaney L. O'Roark, III
MCI WorldCom, Inc.
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A handwritten signature in black ink, consisting of a stylized, cursive letter 'S' followed by a horizontal line and a large, sweeping loop that extends to the right.